



MILLENNIUM CHALLENGE CORPORATION

OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that the agenda items listed below, which are scheduled for presentation and discussion at the July 20, 2004 meeting of the Board of Directors of the Millennium Challenge Corporation, properly may be closed to public observation and the record of the meeting withheld from the public under Exemptions 1 and 2 of the Government in the Sunshine Act. Exemption 1 authorizes closing a meeting if the meeting is likely to disclose matters that are specifically authorized to be kept secret in the interests of U.S. foreign policy and are in fact properly classified. Exemption 2 authorizes closure if the meeting is likely to disclose information that relates solely to the internal personnel practices of an agency. *See* 5 U.S.C. § 552b(c)(1) and (2).

Agenda Items and Relevant Exemptions:

- **II. B** **Discussion of candidate countries and selection criteria**
 - **Exemption 1** (5 U.S.C. § 552b(c)(1))

- **II. C.** **Discussion of personnel matters**
 - **Exemption 2** (5 U.S.C. § 552b(c)(2))

_____[Signature on File]_____
Jon A. Dyck
Vice President and General Counsel

July 7, 2004
Date